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April 23, 2009

Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20024

ENTERED
Office of Proceedings

APR 24 2009

Part of
Public Record

Re: Bay Colony Railroad Corp.--Modified Rail Certificate--
Certain Lines of the Commonwealth of Massachusetts
Finance Docket No. 29963

Dear Secretary Quinlan:

I represent Bay Colony Railroad Corp., which earlier filed a "Notice of Intent to Terminate Certain Service". The Notice of Intent was entered by the Office of Proceedings on February 23, 2008 and indicated Bay Colony's intention to discontinue service pursuant to its modified rail certificate on a line of railroad located in Massachusetts and known as the Watuppa branch between milepost 6.0 and milepost 12.1. For the reasons outlined below, Bay Colony respectfully requests permission to withdraw the Notice of Intent so that it may continue to exercise its rights pursuant to the modified rail certificate on the Watuppa branch.

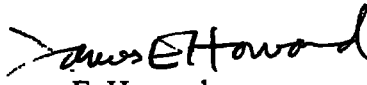
As described in the Notice of Intent, Bay Colony has been providing service on the Watuppa branch between milepost 6.0 and milepost 12.1, which is owned by the Commonwealth of Massachusetts (the "State Watuppa Line"), as well as on the portion of the Watuppa branch between milepost 0.8 and milepost 6.0, which is owned by Bay Colony. The Commonwealth has licensed Massachusetts Coastal Railroad to operate on the State Watuppa Line, but Massachusetts Coastal, for reasons that are not pertinent here, has not commenced such operations; rather, with the consent of the Commonwealth and Massachusetts Coastal, Bay Colony has continued to provide service on the State Watuppa Line.

Earlier this week, the Commonwealth and Massachusetts Coastal requested Bay Colony to continue to provide service on the State Watuppa Line. Bay Colony is willing to do so, and Massachusetts Coastal and Bay Colony are in the process of entering into a

new agreement, with the consent of the Commonwealth of Massachusetts, to govern such operations. In order to continue to provide service, Bay Colony needs to preserve its rights pursuant to its modified certificate. Consequently, Bay Colony respectfully requests the right to withdraw the Notice of Intent so that the modified certificate authority will continue in effect.

Copies of this letter are being sent to Massachusetts Coastal, the Commonwealth of Massachusetts and the only customer located on the State Watuppa Line. If you have any questions concerning this request, please contact the undersigned. We would be grateful if the Board would acknowledge the withdrawal of the Notice of Intent. Thank you very much for your attention to this matter.

Very truly yours,


James E. Howard

cc: Massachusetts Coastal Railroad
Daniel Collins (Executive Office of Transportation)
Mid-City Scrap and Salvage Co.